



U.S. Department of Justice

Carmen M. Ortiz
United States Attorney
District of Massachusetts

Main Reception: (617) 748-3100

John Joseph Moakley United States Courthouse
1 Courthouse Way
Suite 9200
Boston, Massachusetts 02210

January 17, 2012

Brien T. O'Connor
Joshua S. Levy
Ropes & Gray
800 Boylston Street
Boston, MA 02199

Re: Stryker Corporation

Dear Counsel:

This letter ("Side Letter Agreement") will confirm that, in exchange for full performance of the Plea Agreement entered into by the United States Attorney for the District of Massachusetts ("U.S. Attorney") and your client, Stryker Biotech, LLC, a copy of which Plea Agreement is attached hereto as Exhibit One, and in exchange for certain other promises made herein between and among the U.S. Attorney and your client, Stryker Corporation, its direct and indirect subsidiaries (other than Stryker Biotech, LLC) and its successors (hereinafter, "Stryker"), the U.S. Attorney and Stryker Corporation hereby agree as follows:

1. **Guarantee of Payment of Criminal Fine**

The Guarantee Agreement dated September 24, 2010, attached hereto as Exhibit Two, remains in full force and effect in connection with payment of the criminal fine to be assessed against Stryker Biotech, LLC at time of sentencing.

2. **Testimony of Stephen MacMillan**

The U.S. Attorney agrees that, as a result of this change of plea by Stryker Biotech, LLC, she will not seek the testimony of Stephen MacMillan, President of Stryker Corporation, in connection with current or future trial proceedings in United States v. Stryker Biotech, LLC, et al., 09-CR-10330-GAO.

Page 2

3. U.S. Attorney's Office Civil Matters

You have requested information about the intentions of the U.S. Attorney with regard to any civil investigation involving Stryker Biotech in connection with matters set forth in the current criminal proceedings. The U.S. Attorney's Office for the District of Massachusetts is not currently conducting a civil investigation under the False Claims Act or any other federal civil statute (or intends to close any civil file, if one remains open) pertaining to the subject matter of the criminal prosecutions. This letter describes our present intentions based upon facts now known to us. This letter does not preclude the United States Attorney's Office for the District of Massachusetts from taking any action, including filing any suit under the federal False Claims Act or other statutes regarding the above-described matters at any time, in the sole discretion of the United States. Further, these representations in no way preclude actions by agencies or agents of the United States, including the Department of Justice and the Department of Health and Human Services, to pursue overpayment or recoupment actions of any sort, contract actions, or any other type of legal action such entity is otherwise entitled to commence.

4. Complete Agreement

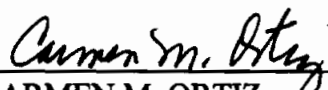
This Side Letter Agreement, and its attachments, and the Plea Agreement with Stryker Biotech LLC, and its attachments, are the complete and only agreements between the parties. No promises, agreements or conditions have been entered into other than those set forth or referred to in the above-identified documents. This agreement supersedes prior understandings, if any, of the parties, whether written or oral. This agreement cannot be modified other than in a written memorandum signed by the parties or on the record in court.


If this letter accurately reflects the agreement entered into between the U.S. Attorney and Stryker Corporation. and if you are authorized to enter into this agreement on behalf of Stryker

Page 3

Corporation, please sign below and return the original of this letter to Assistant U.S. Attorney Jeremy Sternberg.

Very truly yours,


CARMEN M. ORTIZ
UNITED STATES ATTORNEY
DISTRICT OF MASSACHUSETTS

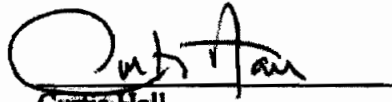

JEREMY M. STERNBERG
SUSAN G. WINKLER
GREGORY NOONAN
Assistant U.S. Attorneys
District of Massachusetts

Page 4

ACKNOWLEDGMENT OF AGREEMENT

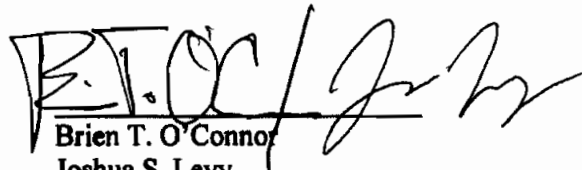
I am authorized to execute this Side Letter Agreement on behalf of Stryker Corporation. Stryker Corporation has been advised of the contents of this Side Letter Agreement, the Plea Agreement with Stryker Biotech, LLC and the Superseding Information, and has discussed them fully with its counsel. I am further authorized to acknowledge on behalf of Stryker Corporation that these documents fully set forth the agreements made between Stryker Corporation and the U.S. Attorney, and that no additional promises or representations have been made to Stryker Corporation by anyone in the U.S. Attorney's Office in connection with the disposition of this matter, other than those set forth in those documents.

Dated: 1/17/12



Curtis Hall
Vice President and General Counsel
Stryker Corporation

Dated: 1/17/12



Brien T. O'Connor
Joshua S. Levy
Counsel for Stryker Corporation